

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LCI Corporation International		12/01/2005	CORPORATION: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association, as Agent		
Street Address:	Two Tower Center		
City:	East Brunswick		
State/Country:	NEW JERSEY		
Postal Code:	08816		
Entity Type:	National Association:		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2600946	LABVAP	
Registration Number:	1812598	LCI	
Registration Number:	1821937	LCI	
Registration Number:	588940	TURBA-FILM	
Registration Number:	1772211	VISTRAC	
Registration Number:	1862142	VISTRAN	
CORRESPONDENCE DATA			
Fax Number:	(866)459-2899		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	202-783-2700		
Email:	pagodoa@federalresearch.com		
Correspondent Name:	CBCInnovis dba Federal Research		
Address Line 1:	1023 Fifteenth Street, NW, Suite 401		
Address Line 2:	attn: Penelope J.A. Agodoa		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		

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TRADEMARK
 REEL: 003212 FRAME: 0026

ATTORNEY DOCKET NUMBER:	347353
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	12/16/2005
<p>Total Attachments: 5 source=347353#page1.tif source=347353#page2.tif source=347353#page3.tif source=347353#page4.tif source=347353#page5.tif</p>	

TRADEMARK GRANT OF SECURITY

WHEREAS, LCI CORPORATION INTERNATIONAL, a corporation formed under the laws of North Carolina, located at 4404A Chesapeake Drive, Mecklenburg County, Charlotte, North Carolina 28216 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to PNC BANK, NATIONAL ASSOCIATION ("PNC"), various other financial institutions (collectively, "Lenders") and PNC as agent for Lenders ("Agent") pursuant to (i) a certain Revolving Credit, Term Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Borrowers and the other credit parties named therein (the "Loan Agreement") and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (the "Trademark Security Agreements" and together with the Loan Agreement, as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Loan Agreement and in accordance with the terms and provisions thereof.

[SIGNATURE PAGE FOLLOWS]

Dated: Charlotte, North Carolina

December 1, 2005

	<p>LCI CORPORATION INTERNATIONAL</p> <p>By: <u>Richard A. Bearse</u></p> <p>Name: Richard A. Bearse</p> <p>Its: Chairman</p>
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[LCI Trademark Grant of Security]

TRADEMARK
REEL: 003212 FRAME: 0029

STATE OF NORTH CAROLINA)

Lincoln) ss.:

COUNTY OF ~~MECKLENBURG~~)

On the 30th day of November, 2005, before me personally came Richard A. Bearse to me known, who being by me duly sworn, did depose and say he is the Chairman of LCI CORPORATION INTERNATIONAL, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the management committee of said limited liability company.

Patsy J. Haywood
Notary PubLCI
My Commission Expires: March 25, 2008

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December 1, 2005, by and between LCI CORPORATION INTERNATIONAL and PNC BANK, NATIONAL ASSOCIATION, as Agent.

Trademark	Country	Status	Reg. No./ Reg. Date
LABVAP ¹	US	registered	2,600,946 07/30/2002
LCI	US	registered	1,812,598 12/21/93
LCI (design)	US	registered	1,821,937 2/15/94
TURBA-FILM (Stylized Letters)	US	registered	588,940 4/27/1954
VISTRAC	US	registered	1,772,211 5/18/93
VISTRAN	US	registered	1,862,142 11/8/94

¹ According to the U.S. Patent and Trademark Office records, the current owner of record for this trademark registration is LCI Corporation (not LCI Corporation International).